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Southern Montana Electric Coop
 3521 Gabel Road #5
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Re: Chapter 11 Filing

Date	Description	Qty	Rate	Amount
Case Administration				
1/2/2014	Work on mediation statement. MHG	5.7	300.00	1710.00
1/2/2014	Attend special board meeting. MHG	.7	300.00	210.00
1/2/2014	Respond to emails from Mediator and member attys. MHG	.2	300.00	60.00
1/2/2014	Conf w/N. Jensen Trustee re: issues of case. MHG	.5	300.00	150.00
1/2/2014	Emails w/counsel re: standstill agreement. MHG	1.1	300.00	330.00
1/2/2014	Conf w/M. Freedlander re: request for examiner. MHG	.4	300.00	120.00
1/2/2014	Conf w/atty Gardner for member re: examiner and standstill. MHG	.4	300.00	120.00
1/3/2014	Prep for and attend board meeting. MHG	3.6	300.00	1080.00
1/3/2014	Meeting with member counsel re: case issues. MHG	1.3	300.00	390.00
1/3/2014	Conf to Harper Hofer re: retention. MHG	.2	300.00	60.00
1/3/2014	Conf w/atty Womack re: retention of professionals. MHG	.3	300.00	90.00

1/3/2014	Review incoming stipulation re: deadlines. MHG	.2	300.00	60.00
1/6/2014	Review incoming emails from counsel re: Jan 14 hearing. MHG	.3	300.00	90.00
1/6/2014	Conf w/expert M. Hofer of Harper Hofer re: possible retention and status of valuation report. MHG	.4	300.00	120.00
1/6/2014	Email to M. Harper re: valuation retention. MHG	.2	300.00	60.00
1/6/2014	Respond to fee application concerns re: email. MHG	.2	300.00	60.00
1/6/2014	Emails w/mediator Clark re: scheduling. MHG	.3	300.00	90.00
1/7/2014	Conf w/co-counsel Freedlander re: mediation issues and Strategy. MHG	1.2	300.00	360.00
1/7/2014	Conf w/atty Smith re: mediation and AP-17 issues. MHG	.3	300.00	90.00
1/7/2014	Conf w/Manager Sweeney and accountant Boysun re: admin. Matters. MHG	.5	300.00	150.00
1/7/2014	Conf w/atty Stein re: status of case and pro hac motion. MHG	.1	300.00	30.00
1/8/2014	Conf w/Trustee atty Parks re: case issues. MHG	1.2	300.00	360.00
1/8/2014	Prepare for Mediation on 1/9 & 1/10. MHG	5.3	300.00	1590.00
1/8/2014	Conf w/atty Anderson re: hearings in adversary proceeding set for 1/14. MHG	.3	300.00	90.00
1/9/2014	Conf w/atty Stein re: adversary proceedings. MHG	.3	300.00	90.00
1/9/2014	Prep for and attend multi-day mediation. MHG	13.7	300.00	4,110.00
1/9/2014	Conf w/atty Stein re: stipulation for adversary proceedings (2nd) MHG	.2	300.00	60.00
1/10/2014	Attend multi-day mediation. MHG	14.6	300.00	4380.00
1/10/14	Conf w/atty Stein re: stipulation to extend deadline to object to	.1	300.00	30.00

	admin claim. MHG			
1/14/2014	Conf w/Mgr Sweeney re: settlement and power purchase. MHG	.4	300.00	120.00
1/14/2014	Email to Judge Clark re: mediation admin issues. MHG	.2	300.00	60.00
1/15/2014	Emails w/accountant re: power purchase issues. MHG	.3	300.00	90.00
1/16/2014	Submit request for interim compensation and prep cover letter. MHG	.2	300.00	60.00
1/16/2014	Conf w/atty Dye re: unsecured creditor committee issues. MHG	.5	300.00	150.00
1/16/2014	Email w/atty Freedlander re; final fee app of Horowitz Burnett. MHG	.2	300.00	60.00
1/17/2014	Email w/manager re: mediation. MHG	.2	300.00	60.00
1/20/2014	Review and respond to emails from in-house accountant Boysun re: admin. Matters. MHG	.3	300.00	90.00
1/20/2014	Review email from Noteholders atty Reilly re: mediation number calculations. MHG	.2	300.00	60.00
1/20/2014	Email to member attys re: number calculations. MHG	.2	300.00	60.00
1/22/2014	Conf w/member atty Hunnes re: cash flow assumptions. MHG	.4	300.00	120.00
1/22/2014	Conf w/member attys re: settlement issues. MHG	1.2	300.00	360.00
1/22/2014	2nd conf w/member attys re: settlement. MHG	.7	300.00	210.00
1/22/2014	Conf w/atty Stein re: Powell adversary proceeding. MHG	.1	300.00	30.00
1/23/2014	Prep for and attend mediation on Jan 23. MHG	16.4	300.00	4920.00
1/24/2014	Conf w/board member A. Boyd re: settlement issue. MHG	.4	300.00	120.00
1/24/2014	Conf w/Pres D. Dover re: settlement. MHG	.4	300.00	120.00

1/24/2014	Conf w/atty Smith re: Beartooth settlement issue. MHG	.4	300.00	120.00
1/24/2014	Memo to client re: settlement terms. MHG	2.3	300.00	690.00
1/24/2014	Review incoming emails re: settlement. MHG	.3	300.00	90.00
1/24/2014	Conf w/Mgr Sweeney re: settlement. MHG	.3	300.00	90.00
1/27/2014	Conf w/atty Alter for Noteholders re: settlement docs and related matters MHG	.4	300.00	120.00
1/27/2014	Emails w/Pres D. Dover re: term sheet and settlement issues. MHG	.3	300.00	90.00
1/27/2014	Email to atty Freedlander re: plan documents MHG	.2	300.00	60.00
1/28/2014	Attend Mid-Yellowstone Co-op Board meeting in Hysham re: proposed settlement w/Noteholders.	7.4	300.00	2220.00
1/29/2014	Emails w/debtor office re: board meeting. MHG	.3	300.00	90.00
1/29/2014	Conf w/atty King re: claim issues for adversary 13-00047. MHG	.5	300.00	150.00
1/29/2014	Attend board meeting. MHG	.9	300.00	270.00
1/29/2014	Review and revise term sheet. MHG	.5	300.00	150.00
1/29/2014	Conf w/atty Stein re: adversary proceedings. MHG	.2	300.00	60.00
1/30/2014	Conf w/Noteholders counsel and co-counsel Freedlander re; term sheet and plan issues. MHG	.9	300.00	270.00
1/30/2014	Conf w/member counsel re: term sheet issues. MHG	1.4	300.00	420.00
1/30/2014	Review incoming emails re: term sheet and case issues. MHG	.4	300.00	120.00
1/31/2014	Revise term sheet per discussions with members. MHG	.9	300.00	270.00
1/31/2014	Emails w/atty Alter re: adequate protection and term sheet. MHG	.4	300.00	120.00

1/31/2014	Emails w/accountant Boysun re: payments. MHG	.3	300.00	90.00
1/31/2014	Prep stipulation for adv proceeding 13-00047. MHG	.4	300.00	120.00
1/31/2014	Review email comments re: term sheet revisions. MHG	.4	300.00	120.00
1/7/2014	Conf w/atty Goodrich re: status of case and pro hac motion. MWS	.1	N/C	0.00
1/7/2014	Drafted Pro Hac motion and affidavit for M. Freedlander. MWS	.8	180.00	144.00
1/8/2014	Conf w/atty Goodrich re: status of adversary proceedings. MWS	.4	N/C	0.00
1/9/2014	Conf w/atty Goodrich re: adversary proceedings. MWS	.3	N/C	0.00
1/9/2014	Conf w/ K Nelson re: adversary proceedings. MWS	.5	180.00	90.00
1/9/2014	Drafted Stipulation and proposed Order for ext of adv case -45 & 46. MWS	.8	180.00	144.00
1/9/2014	Reviewed email from atty Goodrich re: status of adv -43; conf w/Valerie Rittenbach re: status of adv-43. MWS	.2	180.00	36.00
1/9/2014	Reviewed and responded to email from Joe Epstein re: extension in adv - 44. MWS	.1	180.00	18.00
1/9/2014	Conf w/atty Goodrich re: stipulation for adversary proceeding (2 nd). MWS	.2	N/C	0.00
1/10/2014	Finalized and filed stipulations on adv 45 & 46. MWS	.8	180.00	144.00
1/10/2014	Reviewed Order granting extension and emailed Joe Epstein re: same in adv 44. MWS	.2	180.00	36.00
1/10/2014	Reviewed docket and pleadings re: adv 36 and emailed atty Goodrich re: same. MWS.	.4	180.00	72.00
1/10/2014	Drafted stipulation to reschedule scheduling conference and emailed to parties for approval. MWS.	.8	180.00	144.00
1/10/2014	Conf w/atty Goodrich re: stipulation to extend deadline to object	.1	N/C	0.00

	to admin claim. MWS			
1/10/2014	Drafted stipulation to extend deadline to object to admin claim and emailed draft to parties. MWS	.8	180.00	144.00
1/10/2014	Reviewed Order re: reschedule pretrial for adv. 45 & 46. MWS	.2	180.00	36.00
1/12/2014	Finalized and filed stipulation to extend deadline to object to admin claim; drafted proposed Order. MWS	.4	180.00	72.00
1/14/2014	Reviewed, redacted and filed MOR. MWS	.5	180.00	90.00
1/22/2014	Conf w/atty Goodrich re: Powell adversary proceeding. MWS	.1	N/C	0.00
1/28/2014	Emailed Joe Epstein re: Powell adversary proceeding deadline to answer. MWS	.2	180.00	36.00
1/29/2014	Conf w/atty Goodrich re: adversary proceedings. MWS	.2	N/C	0.00
1/29/2014	Reviewed dockets for adversary proceedings. MWS	.5	180.00	90.00
1/29/2014	Conf w/atty Goodrich re: adversary proceedings (2nd). MWS	.2	N/C	0.00
1/29/2014	Emailed atty Goodrich re: adversary proceedings. MWS	.2	180.00	36.00
1/29/2014	Drafted and filed request for extension of deadline to answer in adv -44 and proposed Order; emailed Joe Epstein re: same. MWS	.5	180.00	90.00
1/30/2014	Reviewed Order granting extension and emailed Joe Epstein re: adv 44. MWS	.2	180.00	36.00
1/30/2014	Conf w/Jim Jorissen re: adv 43 extension to answer. MWS	.2	180.00	36.00
1/30/2014	Reviewed docket re: 13-00034 to determine status issues. MWS	.2	180.00	36.00
1/30/2014	Reviewed joint motion re: extension to answer and proposed order re: same; emailed Valerie Rittenbach re: same. MWS	.2	180.00	36.00
1/31/2014	Reviewed Order re: answer extension 13-00043. MWS	.1	180.00	18.00

	Subtotal of Hours & Fees	105.6		30,144.00
	Costs			
	Additional Transcript for SME (174 pages)			156.60
	Conf Call held 12/17/13 SME Board Meeting			58.04
	Subtotal of Costs			\$214.64
	Total Costs & Fees			\$30,358.64

<u>Matter No.</u>	<u>Matter Description</u>	<u>MHG</u>	<u>MWS</u>	<u>F-S</u>
19-48-01	Case Administration	95.2	10.4	
	Less NO CHARGE	0.0	-1.6	
	TOTAL HOURS	95.2	8.8	
	TIMEKEEPER RATE	\$300	\$180	\$80
	TIMEKEEPER FEES	\$28,560.00	\$1584.00	\$0.00
	TOTAL FEES \$30,144.00			

<u>Individual</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Compensation</u>
Malcolm Goodrich	95.2	\$300	\$28,560.00
Maggie Stein	8.8	\$180	\$ 1,584.00

Total Attorney and Paralegal Fee Compensation Requested: \$30,144.00 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$289.85/hr.